

FEDERATED INVESTORS INC /PA/
 Form 4
 July 05, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 DONAHUE J CHRISTOPHER

2. Issuer Name and Ticker or Trading Symbol
 FEDERATED INVESTORS INC /PA/ [FII]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 12/22/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, President & CEO

1001 LIBERTY AVENUE, FEDERATED INVESTORS, INC.

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PITTSBURGH, PA 15222-3779

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Class B Common Stock	12/22/2005		G	343 A \$ 0	343 ⁽¹⁾	I	Held indirectly by John F. Donahue Revocable Trust
Class B Common Stock	12/22/2005		G	343 A \$ 0	343 ⁽²⁾	I	Held indirectly by Rhodora J. Donahue

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Class B Common Stock	05/04/2006	G	407	A	\$ 0	750 <u>(1)</u>	I	Revocable Trust Held indirectly by John F. Donahue Revocable Trust
Class B Common Stock	05/04/2006	G	407	A	\$ 0	750 <u>(2)</u>	I	Held indirectly by Rhodora J. Donahue Revocable Trust
Class B Common Stock	12/04/2006	G	24	A	\$ 0	774 <u>(1)</u>	I	Held indirectly by John F. Donahue Revocable Trust
Class B Common Stock	12/04/2006	G	24	A	\$ 0	774 <u>(2)</u>	I	Held indirectly by Rhodora J. Donahue Revocable Trust
Class B Common Stock	01/02/2007	G	774	D	\$ 0	0	I	Held indirectly by John F. Donahue Revocable Trust
Class B Common Stock	01/02/2007	G	774	D	\$ 0	0	I	Held indirectly by Rhodora J. Donahue Revocable Trust
Class B Common Stock	09/11/2008	G	534	A	\$ 0	534 <u>(1)</u>	I	Held indirectly by John F. Donahue Revocable Trust
Class B Common Stock	09/11/2008	G	534	A	\$ 0	534 <u>(2)</u>	I	Held indirectly by Rhodora J.

Class B Common Stock	12/15/2008	G	5,285	A	\$ 0	5,819 ⁽¹⁾	I	Donahue Revocable Trust Held indirectly by John F. Donahue Revocable Trust
Class B Common Stock	12/15/2008	G	5,285	A	\$ 0	5,819 ⁽²⁾	I	Held indirectly by Rhodora J. Donahue Revocable Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONAHUE J CHRISTOPHER 1001 LIBERTY AVENUE FEDERATED INVESTORS, INC. PITTSBURGH, PA 15222-3779	X		Chairman, President & CEO	

Signatures

/s/ John D. Martini
(Attorney-in-Fact)

07/05/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The reporting person disclaims beneficial ownership of the Federated Investors, Inc. Class B Common Stock held by the John F. Donahue Revocable Trust except to the extent of his pecuniary interest therein.
- (2) The reporting person disclaims beneficial ownership of the Federated Investors, Inc. Class B Common Stock held by the Rhodora J. Donahue Revocable Trust except to the extent of his pecuniary interest therein.

Remarks:

The Power of Attorney dated April 24, 2014 is incorporated herein by reference.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.